

THORN GERSHON TYMANN AND BONANNI, LLP

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February 24, 2006

Clerk, U.S. Bankruptcy Court
Southern District of New York
One Bowling Green
Room 534
New York, New York 10004-1408

Re: In Re: Delphi Corporation, Case No. 05-44481 (RDD)
Our file - LT 5306

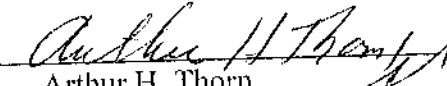
Dear Clerk:

Enclosed find original Affidavit of Legal Ordinary Course Professional relative to the Chapter 11 filing of Delphi Corporation. Also enclosed is an original Certificate of Service. Please file these documents under the above Case Number and confirm filing by returning to us a date-stamped copy of the affidavit. For your convenience, we provide herewith a stamped, self-addressed envelope.

Thank you for your cooperation.

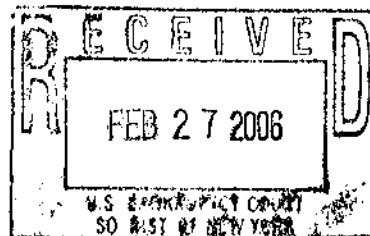
Very truly yours,

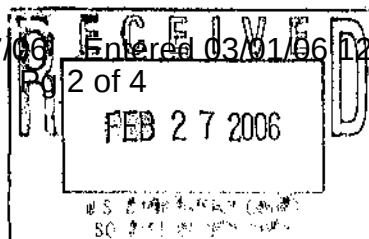
THORN GERSHON TYMANN
AND BONANNI, LLP

By: 
Arthur H. Thorn
(arthur.thorn@tglawyers.com)
signed in writer's absence to avoid delay in delivery

AHT/sld
Enclosures

cc: Delphi Corporation
Latham & Watkins
Skadden, Arps, Slate, Meagher & Flom
Simpson, Thacher & Bartlett, LLP
United States Trustee
Davis Polk & Wardwell





UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF NEW YORK)
) ss:
COUNTY OF ALBANY)

ARTHUR H. THORN, being duly sworn, deposes and says:

1. I am a partner of Thorn Gershon Tymann and Bonanni, LLP ("Thorn"), which firm maintains offices at 5 Wembley Ct., New Karner Road, Albany, NY.

2. Neither I, "Thorn", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. "Thorn" has represented and advised the Debtors with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and "Thorn" has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and "Thorn" proposes, to render the following services to the Debtors: Representation in the prosecution in *JOHN PETRIE, TERI PETRIE and DELPHI CORPORATION, Plaintiffs, -against- CLARK MOVING & STORAGE, INC., Defendant* (05-CV-6109) pending in U. S. District Court, Western District of New York.

5. "Thorn"'s current fees arrangement is \$205/hr for Arthur H. Thorn; \$110/hr-for Jr Associates; \$125/hr for Sr. Associates; and \$65/hr for paralegals.

6. Except as set forth herein, no promises have been received by "Thorn" or any partner, auditor or other member thereof as to compensation in connection with these chapter

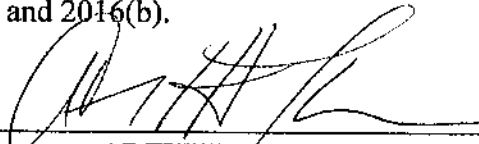
11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. "Thorn" has no agreement with any entity to share with such entity any compensation received by "Thorn".


8. "Thorn" and its partners, auditors, and other members have not in the past represented, currently represent, and will not in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases."Thorn" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, "Thorn", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "Thorn" is to be engaged.

10. The foregoing constitutes the statement of "Thorn" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).


ARTHUR H. THORN

Sworn to before me
this 24 day of Feb, 2006


Notary Public

ELIZABETH POWELL
Notary Public, State of New York
No. 01PO6027329
Qualified in Albany County
Commission Expires July 6, 2007

CERTIFICATE OF SERVICE

Sarah L. Dodge, secretary, hereby certifies that on February 24, 2006, she served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy, MI 48098
U.S.A.

Latham & Watkins
Attention: Mark A. Broude, Esq.
885 Third Avenue
New York, N.Y. 10022
U.S.A.

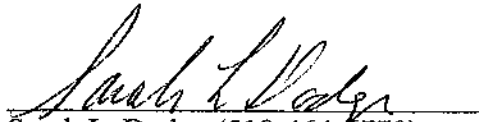
Skadden, Arps, Slate, Mcagher & Flom
Attention: John W. Butler, Jr., Esq.
333 West Wacker Drive
Suite 2100
Chicago, IL 60606
U.S.A.

Simpson Thacher & Bartlett LLP
Attention: Marissa Wesley, Esq.
425 Lexington Avenue
New York, N.Y. 10017
U.S.A.

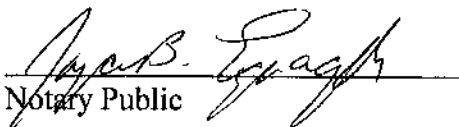
United States Trustee
Attention: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, N.Y. 10044
U.S.A.

Davis Polk & Wardwell
Attention: Marlane Melican, Esq.
450 Lexington Avenue
New York, N.Y. 10017
U.S.A.

Dated: February 24, 2006


Sarah L. Dodge (518-464-6770)

Sworn before me this 24th
day of February, 2006.


Notary Public

JOYCE B. EGNACZYK
Notary Public, State of New York
Qualified in Schenectady County
No. 4503623
Commission Expires 07/31/09

